Annemarie G. McGavin (VSB No. 39984) BUCHANAN INGERSOLL & ROONEY PC 1700 K Street, N.W., Suite 300 Washington, DC 20006-3807 Tel: (703) 452-7900

Fax: (703) 452-7989

-and-

Peter J. Duhig (DE Bar No. 4024) BUCHANAN INGERSOLL & ROONEY PC 1000 West Street, Suite 1410 Wilmington, DE 19801 Tel: (302) 552-4249

Counsel for Motorola Inc.

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

In re: Chapter 11

CIRCUIT CITY STORES, INC., et al. Case No. 08-35653-KRH

Debtors. Jointly Administered
Judge Kevin R. Huennekens

NOTICE OF FILING EXHIBIT TO MOTION OF MOTOROLA INC. FOR ALLOWANCE AND PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM PURSUANT TO 11 U.S.C. § 503(B)(9)

PLEASE TAKE NOTICE that on December 24, 2008, MOTOROLA INC. has filed the Exhibit to its *Motion of Motorola Inc. for Allowance and Payment of Administrative Expense Claim Pursuant to 11 U.S.C.* § 503(b)(9) (Docket No. 1128).

Dated: December 24, 2008

BUCHANAN INGERSOLL & ROONEY PC

/s/ Annemarie G. McGavin
Annemarie G. McGavin (VSB No. 39984)
1700 K Street, N.W., Ste. 300
Washington, DC 20006-3807

Tel: 202-452-7900 Fax: 202-452-7989

and

Peter J. Duhig (DE Bar No. 4024) The Brandywine Building 1000 West Street, Suite 1410 Wilmington, Delaware 19801 Telephone: (302) 552-4200 Faccimile: (302) 552-4295

Facsimile: (302) 552-4295 E-mail: peter.duhig@bipc.com

Counsel for Motorola Inc.

CERTIFICATE OF SERVICE

I hereby certify that the attached Exhibit to the *Motion of Motorola Inc. for Allowance* and Payment of Administrative Expense Claim Pursuant to 11 U.S.C. § 503(b)(9) was served on December 24, 2008 by electronic means on the Rule 2002 Service List and Core Group Service List through the Court's ECF System. All persons not served via the Court's ECF System were served the first page of the Exhibit via First Class Mail on December 23, 2008.

/s/ Annemarie G. McGavin
Annemarie G. McGavin

Case 08-35653-KRH Doc 1288 Filed 12/24/08 Entered 12/24/08 09:48:58 Desc Main Document Page 3 of 37

United States Bankruptcy Court Eastern District of Virginia Richmond Division

DEADLINE FOR FILING 503(b)(9) CLAIMS 5:00 P.M. Pacific Time December 19, 2008

Section 503(b)(9) Claim Request Form

c/o Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El S	egundo, CA 90245 Ca	rcuit City Stores, Inc., <i>et al.</i> ase Nos, 08-35653 through 08-356? hapter 11 Jointly Administered	70			
NOTE: Pursuant to an Order of the Bankruptcy Court in the abovexpense under 11 U.S.C. § 503(b)(9), this form must be served upon 2335 Alaska Avenue, El Segundo, CA 90245 by <u>December 19, 2008</u> , submitted in person or by regular mail, overnight mail, or hand delifeemed filed when actually received by Kurtzman Carson Consultant	e-referenced chapter 11 cases Circuit City Stores, Inc., <u>et al</u> the Bar Date for Section 503(yery, Facsimile, email or elec-	(see Docket No. 107), to have clain Claims Processing, c/o Kurtzma b)(9) claims in the above reference	n Carson Consultants LLC,			
Name and Address of Creditor: (The person or other entity to whom the debtor owes money or property)	Check box if you are aware that anyone else	Debtor against which claim is a	sserted: (Check one box			
Motorola, Inc. 101 Tournament Drive Horsham, PA 19044	has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.	below:) Z Circuit City Stores, Inc. (Tax	(I.D. No. 54-1624659)			
Telephone:(215) 323-1000 Fax:	(X Check box if you have made any demand(s) to rectain goods sold to the debtor under 11 U.S.C. § 546(c). (attach copies of any such demand(s))	4460785) CC Distribution Company of 54-1712821) Circuit City Properties, LLC Patapsco Designs, Inc. (Tax I Ventoux International, Inc. (Tax I Sky Venture Corporation (Tax I Sky Ventur	(Tax I.D. No. 54-0793353) .D. No. 52-1086796) Fax I.D. No. 20-1071838)			
Name and address where notices should be sent (if different from above)	☐ Check box if you have	☐ Prahs, Inc. (n/a) ☐ XS Stuff, LLC (Tax I.D. No. :	54_2029263\			
Frederick L. Peters Senior Counsel Motorola, Inc.	transferred the rights of your claim to any third party. If so please list name of transferee:	☐ Kinzer Technology, LLC (Ta ☐ Circuit City Purchasing Com 0995170) ☐ Orbyx Electronics, LLC (Tax	Tax I.D. No. 54-2022157) ompany, LLC (Tax I.D. No. 20- ax I.D. No. 20-1203360)			
101 Tournament Drive		☐ InterTAN, Inc. (Tax I.D. No. 75-2130875) ☐ CC Aviation, LLC (Tax I.D. No. 20-5290841)				
Horsham, PA 19044 (215) 323-2013	Check box if you have never received any	☐ Courchevel, LLC (n/a) ☐ Circuit City Stores PR, LLC (Tax I.D. No. 66-0695512)				
	notices from the bankruptcy court in this case.	☐ Mayland MN, LLC (Tax I.D.				
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIT DEBTOR: _5002277			filed claim, dated:			
1. BASIS FOR CLAIM: Goods received by the Debtor within 20 days b	pefore the date of commenceme	nt of the case. Value of Goods: \$_	495,963.74			
2. DATE OF SHIPMENT: See Attached METHOD OF SHI NAME OF CARRIER: See Attached			ee Attached			
3. TOTAL AMOUNT OF SECTION 503(b)(9) CLAIM: \$495,96	2 71		ll additional charges.			
4. BRIEF DESCRIPTION OF CLAIM: See Attached			,			
Describe goods sold: See Attached		At	tach support for your claim.			
 CREDITS AND SETOFFS: The amount of all payments on this claim this claim. In filing this claim, claimant has deducted all amounts that 	n has been credited and deducte claimant owes to debtor.	ed for the purpose of making	FOR COURT USE ONLY			
 SUPPORTING DOCUMENTS: <u>Attach copies of supporting documents</u> itemized statements of running accounts, or contracts. DO NOT SENE available, explain. If the documents are voluminous, attach a summary 	1 1 1 2 1 1 3 1 1 1 1 1 1 1 1 1 1 1 1 1	If the documents are not				
DATE-STAMPED COPY: To receive an acknowledgement of the fili envelope and copy of this claim request form.	ing of your claim, enclose a star	mped, self-addressed				
8. ORDINARY COURSE CERTIFICATION: By signing this claim re payment is sought hereby, were sold to the debtor in the ordinary cour	equest form, you are certifying se of the debtor's business as re	that the goods for which quired by 11 U.S.C. \$ 503(b)(9).				
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or impris	sonment for up to 5 years, or bo	oth. 18 U.S.C. §§ 152 and 3571.				
Date Sign and print the name and title, if any (attach copy of power of attorney, if any	y)					
12.18.08 7 sederil/ 120		rederick L. Peters	***************************************			
	<u>ي</u>	enior Counsel				

Peter J. Duhig (DE Bar No. 4024) BUCHANAN INGERSOLL & ROONEY PC 1000 West Street, Suite 1410 Wilmington, DE 19801 Tel: 302-552-4249

Counsel for Motorola, Inc.

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

In re:

CIRCUIT CITY STORES, INC., et al.,

Chapter 11

Debtors.

Case No. 08-35653 (KRH) (Jointly Administered)

ADDENDUM TO SECTION 503(b)(9) CLAIM OF MOTOROLA, INC.

Motorola, Inc. ("Motorola"), files this 503(b)(9) Claim against Debtor Circuit City Stores, Inc. (the "Debtor") and in support of thereof, states as follows:

- 1. This Addendum to Motorola's 503(b)(9) Claim is an addendum to, and shall be deemed to be a part of and incorporated by reference in, the attached 503(b)(9) Claim.
- 2. Motorola is entitled to an allowed claim under Section 503(b)(9) of the Bankruptcy Code for the value of the goods (the "Goods") received by the Debtor within the 20 day period prior to November 10, 2008 (the "Petition Date") which Motorola sold to the Debtor in the ordinary course of the Debtor's business. The value of the Goods is not less than \$495,963.74.
- 3. A spreadsheet listing each invoice, the date of shipment, the method of shipment, the date of receipt of the Goods by the Debtor, the name of the carrier and the place of delivery is attached hereto and incorporated herein as **Exhibit A**. The spreadsheet also describes

the goods received by the Debtor and the amount of the invoice, which represents the value of the Goods.

- 4. In further support, copies of the invoices listed on Exhibit A are attached hereto and incorporated herein as **Exhibit B**. Copies of the delivery confirmations are attached hereto as **Exhibit C**.
- 5. On November 21, 2008, Motorola submitted its reclamation demand against the Debtors. A true and correct copy of that demand is attached hereto as **Exhibit D**. The reclamation demand includes a demand for goods relating to InterTan Canada, Ltd. Motorola reserves its rights to amend its 503(b)(9) Claim to include the value of these goods.
- 6. During the ordinary course of business between Motorola and the Debtor, the Debtor debits its account with Motorola to reflect the goods that it returned to Motorola. Motorola, in turn, credits the Debtor's account for these amounts. The amount Motorola and/or Home & Networks Mobility business of Motorola, Inc. is entitled to setoff from its claims against the Debtors is approximately \$50,000. The amount of Motorola's 503(b)(9) Claim includes this amount.
- 7. Motorola reserves the right to amend or supplement its 503(b)(9) Claim, and/or file additional proofs of claim for additional claims or interests at any time, either before or after any date established by the Court.
- 8. Motorola fully preserves all of its rights to setoff, recoupment, and all similar such rights, and nothing herein shall be construed as a waiver thereof.
- 9. Nothing contained in this 503(b)(9) Claim shall be construed as limiting the rights, remedies and interests of Motorola.
- 10. The filing of this 503(b)(9) Claim is not (i) a waiver or release of the rights of Motorola against any person, entity or property; (ii) a consent by Motorola to the

jurisdiction of this Court with respect to the subject matter of this claim, any objection or other proceeding commenced in this case against or otherwise involving Motorola; (iii) a waiver of the right to move to withdraw the reference, or otherwise to challenge the jurisdiction of this Court, with respect to the subject matter of this claim, any objection or other proceeding commenced with respect thereto or any other proceeding commenced in this case against Motorola or otherwise, or to assert that the reference has already been withdrawn with respect to the subject matter of this claim, any objection or other proceeding commenced with respect thereto or any other proceeding commenced in this case against or otherwise involving Motorola; (iv) an election of remedy; or (v) a waiver of any past, present or future defaults or events of default. Motorola specifically preserves all of its procedural and substantive defenses and rights with respect to any claim that may be asserted against it by the Debtors or by any trustee for the Debtors' estates.

11. All notices and communications concerning this 503(b)(9) Claim should be sent to (a) Frederick L. Peters, Senior Counsel, Motorola, Inc., 101 Tournament Drive, Horsham, PA, 19044 and (b) Peter J. Duhig, Buchanan Ingersoll & Rooney PC, The Brandywine Building, 1000 West Street, Suite 1410, Wilmington, DE 19801.

EXHIBIT A

Product Description	2160294 ASSY, AUTONAV, EHF, T505, D650 2160298 ASSY, AUTONAV, EHF, T505, D650 2160298 ASSY, AUTONAV, EHF, T505, D650 2160299 ASSY, AUTONAV, EHF, T505, D650 2160299 ASSY, AUTONAV, EHF, T505, D650
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AR Bal Cla	96,437.25 INV 114,453.00 INV 113,040.00 INV 78,421.50 INV 93,611.25 INV
	96,437.25 114,453.00 113,040.00 78,421.50 93,611.25
Trans Nur Org AR	7121993 7121991 7121990 7121989
Place of Delivery	Livermore, CA Walnut, CA Marion, IL Ardmore, OK Groveland, FL
Ship Method Receipt Date Carrier	11/7/2008 UPS SCS 11/7/2008 UPS SCS 11/7/2008 UPS SCS 11/7/2008 UPS SCS 11/7/2008 UPS SCS
Date of Shipment Sh	11/5/2008 air 11/5/2008 air 11/5/2008 air 11/5/2008 air
	12/5/2008 12/5/2008 12/5/2008 12/5/2008 12/5/2008
Trns Date Due Date	11/5/2008 11/5/2008 11/5/2008 11/5/2008
Cust Num Cust	5002277 CIRCUIT CITY STORES, INC. 5002277 CIRCUIT CITY STORES, INC. 5002277 CIRCUIT CITY STORES, INC. 5002277 CIRCUIT CITY STORES, INC.

EXHIBIT B

SALES INVOICE

Rocument Page 10 of 37 MOTOROLA

General Instrument Corporation dba Connected Home Solutions Business of Motorola, Inc. 101 Tournament Drive Horsham, PA 19044 215-323-1000

BILL TO LOCATION: RICHMOND001

CIRCUIT CITY STORES, INC. 9954 MARYLAND DRIVE DEEP RUN 3, 5TH FLOOR, ATTN MERCHANDISE PAYABLE RICHMOND VA 23233

SHIP TO LOCATION: 0344

CIRCUIT CITY STORES, INC. 400 LONGFELLOW CT, STE A STORE #344 / NATALIE KAAIAWAHIA LIVERMORE CA 94550

INVOICE NO. 7121993 INVOICE DATE 05-NOV-08 PURCHASE ORDER NO. 2160294 CUSTOMER NO. 5002277 DUE DATE 05-DEC-08 COMMERCIAL INV NO. 8831906

PAGE

PLEASE REMIT TO:

General Instrument Corporation dba Connected Home Solutions Business of Motorola, Inc. PO BOX 91640 CHICAGO IL 60693

ORDER NO.	ORDER DATE	ORDER TYPE	WH	TERMS	SA	LESMAN	SBU	GEO CODE NO
90382415	26-SEP-08	OM-STANDARD ORDER MIXE	DF1	NET 30	COLEE	N BOHNERT	185	050011820
P/S BATCH#	P/S NO.	SHIPPED VIA	WAYE	ILL NUMBER	NO. OF PKGS.	WEIGHT		SHIP DATE
312932	8831906	JPS SUPPLY CHAIN SOLUT	541	0578778	273	1037.4		NOV-08

Order Notes:

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If you have any questions, please contact your Receivables Management Specialist

ANGELA URBAN at 215-323-1760

LINE NO	ITEM NUMBER/CROSS REFERENCE		ITEM DESCRIPTION		QUANTITY SHIP	UNIT PRICE	EXTENDED PRIČE
1	89285N	ASSY,AUTO/NAV,EIHF,T5	05,D650		1365	70.65	96,437.25
EREIGHT CHAR	GES ON THIS INVOICE MA	AY BE CONSOLIDATED FOR	Make checks payable to General Instrur	nent, dba Connected Home S	olutions	MERCHANDISE	
SEVERAL PACK	ING SLIPS.	TI BE CONSOLIDATED FOR	Business of Motorola, Inc Record Invo	oice No. on your check. All shi be made within 10 days from c	ipments F.O.B date of invoice.	TAX	96,437.25

PAST DUE INVOICES ARE SUBJECT TO 1 1/2% PER MONTH SERVICE CHARGE.

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our plant. All claims for allowance must be made within 10 days from date of invoice. Do not return merchandise without our permission. Merchandise returned must be prepaid to be accepted. Seller represents that with respect to the requisition of the articles and/or the performance of the services covered by this invoice. It has fully compiled with Section 6, 7 and 12 of the Fair Labor Standards Act, as emended, and of regulations and orders of the United States Department of Labor issued under Section 14 thereof. Inquiries should be directed to General Instrument, dba Connected Home Solutions Business of Motorota, Inc., 101 Tournament Drive, Horsham, PA 19044. Telephone No. (215) 323–1000.

96,437.25	MERCHANDISE
0.00	TAX
0.00	FREIGHT/DELIVERY
96,437.25	TOTAL
USD	CURRENCY:

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SALES INVOICE

Document Page 12 of 37 MOTOROLA

General Instrument Corporation dba Connected Home Solutions Business of Motorola, Inc. 101 Tournament Drive Horsham, PA 19044 215-323-1000

BILL TO LOCATION:	RICHMOND001	

CIRCUIT CITY STORES, INC. 9954 MARYLAND DRIVE

DEEP RUN 3, 5TH FLOOR, ATTN MERCHANDISE PAYABLE

RICHMOND VA 23233

SHIP TO LOCATION: 0353	
2000 00 00 00 00 00 00 00 00 00 00 00 0	

PLEASE REMIT TO:

CIRCUIT CITY STORES, INC. 680 S LEMON AVE

STORE #353 / ANTHONY CALLES WALNUT CA 91789

INVOICE NO.
 <u> </u>
7121991
 INVOICE DATE
05-NOV-08
PURCHASE ORDER NO.
2160296
CUSTOMER NO.
5002277
 DUE DATE
05-DEC-08
COMMERCIAL INV NO.
 8831904

General Instrument Corporation dba Connected Home Solutions Business of Motorola, Inc. PO BOX 91640 CHICAGO IL 60693

ORDER NO.	ORDER DATE	ORDER TYPE	WH	TERMS	SAI	ESMAN	SBU	GEO CODE NO
90382413	26-SEP-08	OM-STANDARD ORDER MIXE	DF1	NET 30	COLEE	N BOHNERT	185	050377675
P/S BATCH #	P/S NO.	SHIPPED VIA	WAYE	ILL NUMBER	NO. OF PKGS.	WEIGHT		SHIP DATE
312932	8831904	JPS SUPPLY CHAIN SOLUT	541	0578756	324	1231.2		NOV-08

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If you have any questions, please contact your Receivables Management Specialist

ANGELA URBAN at 215-323-1760

LINE No.	ITEM NUMBER/CROSS REFERENCE	LITEM DESCRIPTION	QUANTITY SHIP	UNIT PRICE	EXTENDED PRICE
1	89285N	ASSY,AUTO/NAV,EIHF,T505,D650	1620	70.65	114,453.00
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GHT CHAR	GES ON THIS INVOICE MA	AY BE CONSOLIDATED FOR Make checks payable to General instrument, dba Connected Hom Business of Motorola, Inc Record invoice No. on your check. All	e Solutions shipments F.O.B.	MERCHANDISE	114,453.0

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PAST DUE INVOICES ARE SUBJECT TO 1 1/2% PER MONTH SERVICE CHARGE.

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Business of Motorola, Inc... Record involce No. on your check. All shipments F.O.B. our plant. All claims for allowance must be made within 10 days from date of involce. Do not return merchandise without our permission. Merchandise returned must be prepaid to be accepted. Seller represents that with respect to the requisition of the articles and/or the performance of the services covered by this involce. It has fully compiled with Section 5, 7 and 12 of the Fair Labor Standards Act. as amended, and regulations and orders of the United States Department of Labor issued under Section 14 thereof. Inquiries should be directed to General Instrument, dba Connected Home Solutions Business of Motorola, Inc., 101 Tournament Drive, Horsham, PA 19044. Telephone No. (215) 323–1000.

114,453.00	MERCHANDISE
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Document Page 14 of 37 MOTOROLA

General Instrument Corporation dba Connected Home Solutions Business of Motorola, Inc. 101 Tournament Drive Horsham, PA 19044 215-323-1000

BILL TO LOCATION: RICHMOND001

CIRCUIT CITY STORES, INC. 9954 MARYLAND DRIVE DEEP RUN 3, 5TH FLOOR, ATTN MERCHANDISE PAYABLE RICHMOND VA 23233

SHIP TO LOCATION: 0755

CIRCUIT CITY STORES, INC. 1100 CIRCUIT CITY ROAD STORE #755 / CRAIG HUNT MARION IL 62959

INVOICE NO. 7121990 INVOICE DATE 05-NOV-08 PURCHASE ORDER NO. 2160298 CUSTOMER NO. 5002277 DUE DATE 05-DEC-08 COMMERCIAL INV NO. 8831908

PLEASE REMIT TO:

General Instrument Corporation dba Connected Home Solutions Business of Motorola, Inc. PO BOX 91640 CHICAGO IL 60693

ORDER NO.	ORDER DATE	ORDER TYPE	WH	TERMS	SA	ESMAN	SBU	GEO CODE NO
90382412	26-SEP-08	OM-STANDARD ORDER MIXE	DF1	NET 30	COLEE	N BOHNERT	185	141991730
P/S BATCH#	P/S NO.	SHIPPED VIA	WAYE	ILL NUMBER N	O. OF PKGS.	WEIGHT		SHIP DATE
312932	8831908	JPS SUPPLY CHAIN SOLUT	541	I057879T	320	1216		VOV-08

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If you have any questions, please contact your Receivables Management Specialist

ANGELA URBAN at 215-323-1760

LINE NO.	ITEM NUMBER/CROSS REFERENCE	ITEM DESCRIPTION	QUANTITY SHIP	UNIT PRICE	EXTENDED PRICE
1	89285N	ASSY,AUTO/NAV,EIHF,T505,D650	1600	70.65	113,040.00
GHT CHAR	GES ON THIS INVOICE MA	AY BE CONSOLIDATED FOR Make checks payable to General Instrument, dba Connected Ho Business of Motorda, Inc Record Invoice No. on your check.	me Solutions	MERCHANDISE	113,040.0

SEVERAL PACKING SLIPS.

PAST DUE INVOICES ARE SUBJECT TO 1 1/2% PER MONTH SERVICE CHARGE.

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Business of Molorda, Inc... Record Invoice No. on your chack. All shipments F.O.B. our plant. All claims for allowance must be made within 10 days from date of invoice. Do not return merchandise without our permission. Merchandise returned must be prepaid to be accepted. Selier represents that with respect to the requisition of the articles and/or the performance of the services covered by this invoice. It has fully compiled with Section 6, 7 and 12 of the Fair Labor Standards Act. as amended, and regulations and orders of the United States Department of Labor issued under Section 14 thereof. Inquiries should be directed to General Instrument, dba Connected Home Solutions Business of Molorda, Inc., 101 Tournament Drive, Horsham, PA 19044. Telephone No. (215) 323–1000.

CURRENCY:	USD
TOTAL	113,040.00
FREIGHT/DELIVERY	0.00
TAX	0.00
MERCHANDISE	113,040.00

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SALES INVOICE

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General Instrument Corporation dba Connected Home Solutions Business of Motorola, Inc. 101 Tournament Drive Horsham, PA 19044 215-323-1000

BILL TO LOCATION: RICHMOND001

CIRCUIT CITY STORES, INC. 9954 MARYLAND DRIVE DEEP RUN 3, 5TH FLOOR, ATTN MERCHANDISE PAYABLE RICHMOND VA 23233

SHIP TO LOCATION: 0567

CIRCUIT CITY STORES, INC. 1901 COOPER DRIVE STORE #0567 / TY TALAIFERRO ARDMORE OK 73401

INVOICE NO. 7121989 INVOICE DATE 05-NOV-08 PURCHASE ORDER NO. 2160297 CUSTOMER NO. 5002277 DUE DATE 05-DEC-08 COMMERCIAL INV NO. 8831909

PLEASE REMIT TO:

General Instrument Corporation dba Connected Home Solutions Business of Motorola, Inc. PO BOX 91640 CHICAGO IL 60693

ORDER NO.	ORDER DATE	ORDER TYPE	WH	TERMS	SA	LESMAN	SBU	GEO CODE NO
90382411	26-SEP-08	OM-STANDARD ORDER MIXE	DF1	NET 30	COLEE	N BOHNERT	185	370190050
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Order Notes:

If you have any questions, please contact your Receivables Management Specialist

ANGELA URBAN at 215-323-1760

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Make checks payable to General Instrument, dba Connected Home Solutions Business of Motorola, Inc... Record Invoice No. on your check. All shipments F.O.B. our plant. All daims for allowance must be made within 10 days from date of invoice. Do not return merchandise without our permission. Merchandise returned must be prepaid to be accepted. Selfer represents that with respect to the requisition of the articles and/or the performance of the services covered by this invoice. It has fully complied with Section 6, 7 and 12 of the Fair Labor Standards Act. as amended, and of regulations and orders of the United States Department of Labor issued under Section 14 thereof. Inquiries should be directed to General Instrument, dba Connected Home Solutions Business of Motorola, inc., 101 Tournament Drive, Horsham, PA 19044. Telephone No. (215) 323–1000.

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SALES INVOICE

Document Page 18 of 37 MOTOROLA

General Instrument Corporation dba Connected Home Solutions Business of Motorola, Inc. 101 Tournament Drive Horsham, PA 19044 215-323-1000

BILL TO LOCATION: RICHMOND001

CIRCUIT CITY STORES, INC. 9954 MARYLAND DRIVE DEEP RUN 3, 5TH FLOOR , ATTN MERCHANDISE PAYABLE RICHMOND VA 23233

0775

CIRCUIT CITY STORES, INC. 19925 INDEPENDENCE BLVD STORE #775 / RAY CURRENT GROVELAND FL 34736

SHIP TO LOCATION:

INVOICE NO. 7121988 INVOICE DATE 05-NOV-08 PURCHASE ÓRDER NO. 2160299 CUSTOMER NO. 5002277 DUE DATE 05-DEC-08 COMMERCIAL INV NO. 8831905

PLEASE REMIT TO:

General Instrument Corporation dba Connected Home Solutions Business of Motorola, Inc. PO BOX 91640 CHICAGO IL 60693

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ANGELA URBAN at 215-323-1760

LINE NO.	ITEM NUMBER/CROSS REFERENCE	ITEM DESCRIPTION	QUANTITY SHIP	UNIT PRICE	EXTENDED PRICE
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House Airway Bill Delivered 2

Status: Delivered On:

11/07/2008

Delivered To:

LIVERMORE, CA, US

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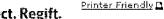
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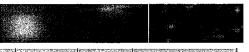
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5410578767

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EXHIBIT D

Buchanan Ingersoll Rooney PC Attorneys & Government Relations Professionals

Peter J. Duhig 302 552 4249 peter.duhig@bipc.com The Brandywine Building 1000 West Street, Suite 1410 Wilmington, Delaware 19801-1397

T 302 552 4200 F 302 552 4295

www.buchananingersoll.com

November 21, 2008

VIA OVERNIGHT DELIVERY

Circuit City Stores, Inc. et al., Claims Processing c/o Kurtzman Carson Consultants, LLC 2335 Alaska Avenue El Segundo, CA 90245

Circuit City Stores, Inc. 9950 Mayland Drive Richmond, VA 23233 ATTN: Reginald D. Hedgebeth

Circuit City Stores, Inc. 9950 Mayland Drive Richmond, VA 23233 ATTN: Daniel W. Ramsey

Skadden Arps, Slate, Meagher & Flom LLP 333 West Wacker Drive Chicago, IL 60606 ATTN: Sarah Baker, Esq.

McGuireWoods LLP One James Center 901 E. Carey Street, Richmond, VA 23219 ATTN: Sarah B. Boehm, Esq.

Re: In re: Circuit City Stores, Inc., et al., 08-35653 (Bankr. E.D. Va.)

To Whom It May Concern:

We represent Motorola, Inc. and make this demand on Motorola's behalf. You are hereby notified that pursuant to section 546(c) of title 11 of chapter 11 of the United States Code (the "Bankruptcy Code") and applicable non-bankruptcy law, including but not limited to Section 2-702 of the Uniform Commercial Code, that Motorola, Inc. and General Instrument

Pennsylvania :: New York :: Washington, DC :: Virginia :: Florida :: New Jersey :: Delaware :: Ohio :: California

November 21, 2008 Page 2

Corporation, doing business as the Home & Networks Mobility business of Motorola, Inc. (collectively, the "Sellers") hereby demand the return to the Sellers of all goods sold on credit to and received by Circuit City Stores, Inc. or any subsidiary or related entity (together, the "Debtor") from the Sellers in the ordinary course of the Sellers' business while the Debtor was insolvent within the 45 days before November 10, 2008 (the "Petition Date"). These identifiable goods are described on lists of invoices attached hereto as Exhibit A as well as the sales invoices attached hereto as Exhibit B. Further, this demand applies to such other goods received but not included in the attached Exhibits. The value of the goods subject to this demand is no less than \$1,886,118.44. Moreover, the Sellers demand that the Debtor segregate and refrain from using or otherwise converting these goods until such goods are returned to the Sellers.

In addition, the Sellers also are entitled to an administrative expense claim under section 503(b)(9) of the Bankruptcy Code for the value of the goods received by the Debtor within the 20 day period prior to the Petition Date which were sold to the Debtor in the ordinary course of the Debtor's business. The value of the Sellers's administrative expense claim is no less than \$1,401,685.92. The Sellers will submit a demand for their administrative expense claim pursuant to section 503(b)(9) of the Bankruptcy Code.

The Sellers make this reclamation demand without prejudice to and without waiving all other rights and remedies available to the Sellers whether at law or in equity, including, but not limited to, the Sellers' rights to setoff and their rights to an administrative expense claim under section 503(b)(9).

I look forward to your prompt response and cooperation.

Sincerely,

Peter J. Duhig

Enclosure:

cc: Fred Peters, Esq. (w/ enclosures)

EXHIBIT A

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EXHIBIT B

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CIRCUIT CITY STORES, INC. 9954 MARYLAND DRIVE DEEP RUN 3, 5TH FLOOR, ATTN MERCHANDISE PAYABLE RICHMOND VA 23233

SHIP TO LOCATION: 0755

CIRCUIT CITY STORES, INC. 1100 CIRCUIT CITY ROAD STORE #755 / CRAIG HUNT MARION IL 62959

INVOICE NO. 7110637 INVOICE DATE 18-SEP-08 PURCHASE ORDER NO. 2131792 CUSTOMER NO. 5002277 DUE DATE 18-OCT-08 COMMERCIAL INV NO. 8814555

General Instrument Corporation dba Connected Home Solutions Business of Motorola, Inc. PO BOX 91640 CHICAGO IL 60693

ORDER NO. 90377080	ORDER DATE 02-SEP-08	ORDER TYPE OM-STANDARD ORDER MIXE	WH DF1			SALESMAN COLEEN BOHI		SBU 185	GEO CODE NO 141991730
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SEVERAL PACKING SLIPS.

PAST DUE INVOICES ARE SUBJECT TO 1 1/2% PER MONTH SERVICE CHARGE.

MJU

Make tracks payabar to General Instrument, dba Connected Home Solutions Business of Motorola, Inc... Record Invoice No. on your check. All shipments F.O.B. our plant. All claims for allowance must be made within 10 days from date of invoice. Do not return merchandise without our permission. Merchandise returned must be prepaid to be accepted. Seller represents that with respect to the requisition of the articles and/or the performance of the services covered by this invoice. It has fully compiled with Section 6, 7 and 12 of the Fair Labor Standards Act, as amended, and of regulations and orders of the United States Department of Labor issued under Section 14 thereof. Inquiries should be directed to General Instrument, dba Connected Home Solutions Business of Motorola, Inc., 101 Tournament Drive, Horsham, PA 19044. Telephone No. (215) 323–1000.

CURRENCY:	USD
TOTAL	1,413.00
FREIGHT/DELIVERY	0.00
TAX	0.00
MERCHANDISE	1,413.00
	

Doc 1288

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TERMS OF SALE OF GOODS AND / OR SERVICES

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SALES INVOICE

Pocument Page 35 of 37 MOTOROLA

General Instrument Corporation dba Connected Home Solutions Business of Motorola, Inc. 101 Tournament Drive Horsham, PA 19044 215-323-1000

BILL TO LOCATION: RICHMOND001

CIRCUIT CITY STORES, INC. 9954 MARYLAND DRIVE DEEP RUN 3, 5TH FLOOR , ATTN MERCHANDISE PAYABLE **RICHMOND VA 23233**

SHIP TO LOCATION: 0755

CIRCUIT CITY STORES, INC. 1100 CIRCUIT CITY ROAD

STORE #755 / CRAIG HUNT MARION IL 62959

INVOICE NO. 7115348 INVOICE DATE 08-OCT-08 PURCHASE ORDER NO. 2165898 CUSTOMER NO. 5002277 DUE DATE 07-NOV-08 COMMERCIAL INV NO. 8822708

General Instrument Corporation dba Connected Home Solutions Business of Motorola, Inc.

PO BOX 91640 CHICAGO IL 60693

PLEASE REMIT TO:

ORDER NO. 90382187	ORDER DATE 02-OCT-08	ORDER TYPE OM-STANDARD ORDER MIXE	WH H03	TERMS NET 30			LESMAN N BOHNERT	\$BU	GEO CODE NO 141991730
P/S BATCH # 307672	P/S NO. 8822708	SHIPPED VIA UNITED PARCEL SERVICE		BILL NUMBER 5X0371446504	NO	OF PKGS.	WEIGHT 138.24		SHIP DATE

Order Notes:

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If you have any questions, please contact your Receivables Management Specialist

ANGELA URBAN at 215-323-1760

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LINE NO.	ITEM NUMBER/CROSS REFERENCE	ITEM DESCRIPTION	QUANTITY SHIP	UNIT PRICE	EXTENDED PRICE
1	484095-001-00	SIGNAL BOOSTER,PRD OTH,AU,BDA-100S1 / RETAIL PKG W/	54	31.85	1,719.
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FREIGHT CHARGES ON THIS INVOICE MAY BE CONSOLIDATED FOR SEVERAL PACKING SLIPS.

PAST DUE INVOICES ARE SUBJECT TO 1 1/2% PER MONTH SERVICE CHARGE.

MIU

Make checks payable to General Instrument, dba Connected Home Solutions Business of Motorola, Inc... Record Invoice No. on your check. All shipments F.O.B. our plant. All claims for allowance must be made within 10 days from date of invoice. Do not return merchandise without our permission. Merchandise returned must be prepaid to be accepted. Seller represents that with respect to the requisition of the articles and/or the performance of the services covered by this invoice. It has fully compiled with Section 6, 7 and 12 of the Fair Labor Standards Act. as amended, and of regulations and orders of the United States Department of Labor issued under Section 14 thereof. Inquiries should be directed to General Instrument, dba Connected Home Solutions Business of Motorola, Inc., 101 Tournament Drive, Horsham, PA 19044. Telephone No. (215) 323–1000.

MERCHANDISE	1,719.90
TAX	0.00
FREIGHT/DELIVERY	0.00
TOTAL	1,719.90
CURRENCY:	USD

Filed 12/24/08

Entered 12/24/08 09:48:58

Doc 1288

Case 08-35653-KRH

Case OB--335655 Services and provided to the p

Desc Main

INVOICE NO.

7116413

INVOICE DATE 13-OCT-08

PURCHASE ORDER NO. 2158826

CUSTOMER NO.

5002277

DUE DATE

12-NOV-08 COMMERCIAL INV NO. 8824852

SALES INVOICE

Document Page 37 of 37 MOTOROLA

General Instrument Corporation dba Connected Home Solutions Business of Motorola, Inc. 101 Tournament Drive Horsham, PA 19044 215-323-1000

BILL TO LOCATION: RICHMOND001

CIRCUIT CITY STORES, INC. 9954 MARYLAND DRIVE DEEP RUN 3, 5TH FLOOR , ATTN MERCHANDISE PAYABLE

RICHMOND VA 23233

SHIP TO LOCATION: 0353

CIRCUIT CITY STORES, INC. 680 S LEMON AVE STORE #353 / ANTHONY CALLES

WALNUT CA 91789

PLEASE REMIT TO:

General Instrument Corporation dba Connected Home Solutions Business of Motorola, Inc. PO BOX 91640 CHICAGO IL 60693

ORDER NO. 90381071	ORDER DATE 25-SEP-08	ORDER TYPE OM-STANDARD ORDER MIXE	 Н03	TERMS NET 30			LESMAN N BOHNERT	SBU 185	GEO CODE NO 050377675
P/S BATCH # 309122	P/S NO. 8824852	SHIPPED VIA ROADWAY		BILL NUMBER 37415940	NO	. OF PKGS.	WEIGHT 1080	13-	SHIP DATE OCT-08

Order Notes:

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If you have any questions, please contact your Receivables Management Specialist

ANGELA URBAN at 215-323-1760

LINE NO	ITEM NUMBER/CROSS REFERENCE	ITEM DESCRIPTION	QUANTITY SHIP	UNIT PRICE	EXTENDED PRICE
1	2210-02-M002	2210-RETAIL-SW,RETAIL -ADSL MDM SNGL DASH PORT ETH,	540	52.43	28,312.2

SEVERAL PACKING SLIPS.

PAST DUE INVOICES ARE SUBJECT TO 1 1/2% PER MONTH SERVICE CHARGE

MiU

Make checks payable to General Instrument, dba Connected Home Solutions Business of Molorota, Inc... Record Invoice No. on your check. All shipments F.O.B. our plant. All claims for allowance must be made within 10 days from date of invoice. Do not return merchandise without our permission. Merchandise returned must be prepaid to be accepted. Seller represents that with respect to the requisition of the articles and/or the performance of the services covered by this invoice. It has fully complete with Section 6, 7 and 12 of the Fair Labor Standards Act. as emended, and of regulations and orders of the United States Department of Labor issued under Section 14 thereof. Inquiries should be directed to General Instrument, dba Connected Home Solutions Business of Motorola, Inc., 101 Tournament Drive, Horsham, PA 19044. Telephone No. (215) 323–1000.

MERCHANDISE	28,312.20
TAX	0.00
FREIGHT/DELIVERY	0.00
TOTAL	28,312.20
CURRENCY:	USD